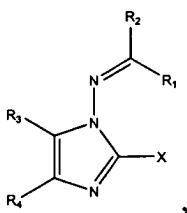


Amendments to the Claims:

This listing of claims replaces all prior versions and listings of claims in the application:

Listing of Claims:

1. (Previously Presented) A compound of the following formula:



wherein

X is -NR<sub>a</sub>R<sub>b</sub> or -N=CR<sub>c</sub>R<sub>d</sub>, in which each of R<sub>a</sub> and R<sub>b</sub>, independently, is hydrogen, halo, alkyl, haloalkyl, arylalkyl, heteroarylalkyl, arylcarbonyl, heteroarylcarbonyl, arylaminocarbonyl, or arylsulfonyl, in which aryl or heteroaryl is optionally substituted with alkoxy, halo, nitro, cyano, or haloalkyl; and each of R<sub>c</sub> and R<sub>d</sub>, independently, is hydrogen; halo; alkyl; heteroaryl; phenyl optionally substituted with hydroxy, halo, alkyl, haloalkyl, alkoxy, or amino; phenylsulfonyl substituted with cyano, halo, oxo, or amino; phenylcarbonyl substituted with cyano, halo, oxo, or amino; naphthylsulfonyl substituted with cyano, halo, oxo, or amino; naphthylcarbonyl substituted with cyano, halo, oxo, or amino; or alkyl optionally substituted with halo, phenyl or imidazolyl, or phenyl or imidazolyl optionally substituted with alkyl, halo, or hydroxy;

R<sub>1</sub> is cycloalkyl, cycloalkenyl, aryl, heteroaryl, or heterocyclyl, optionally fused to aryl, heteroaryl, cycloalkyl, or heterocyclyl; hydrogen; halo; alkyl; haloalkyl; alkenyl; or alkynyl;

R<sub>2</sub> is hydrogen, alkyl, cycloalkyl, cycloalkenyl, phenyl, thienyl, thiazolyl, anthryl, or quinolyl, optionally substituted with hydroxy, halo, alkyl, haloalkyl, nitro, or alkoxy;

R<sub>3</sub> is hydrogen, alkyl, or phenyl optionally substituted with hydroxy, halo, alkyl, haloalkyl, cyano, nitro, or alkoxy; and

R<sub>4</sub> is thienyl, pyridinyl, thiazolyl, anthryl, naphthyl, or quinolyl, optionally substituted with hydroxy, halo, alkyl, haloalkyl, nitro, or alkoxy when R<sub>2</sub> is thienyl, thiazolyl, anthryl, or quinolyl, optionally substituted with hydroxy, halo, alkyl, haloalkyl, nitro, or alkoxy; is pyridinyl, thiazolyl, anthryl, or quinolyl, optionally substituted with hydroxy, halo, alkyl, haloalkyl, cyano, nitro, or alkoxy when R<sub>2</sub> is phenyl optionally substituted with hydroxy, alkyl, haloalkyl, or alkoxy; is thiazolyl, anthryl, or quinolyl, optionally substituted with hydroxy, halo, alkyl, haloalkyl, nitro, or alkoxy when R<sub>2</sub> is phenyl optionally substituted with chloro, bromo, iodo, or nitro; is phenyl optionally substituted with hydroxy, halo, alkyl, haloalkyl, cyano, nitro, or alkoxy when R<sub>2</sub> is phenyl substituted with fluoro, alkyl, or haloalkyl; or is cycloalkyl, cycloalkenyl, or heterocyclyl optionally substituted with hydroxy, halo, alkyl, cyano, nitro, haloalkyl or alkoxy when R<sub>2</sub> is hydrogen, alkyl, cycloalkyl, cycloalkenyl, thienyl, thiazolyl, anthryl, or quinolyl, optionally substituted with hydroxy, halo, alkyl, haloalkyl, or alkoxy.

2. (Currently Amended) The compound of claim 1, wherein R<sub>2</sub> is thienyl, thiazolyl, anthryl, or quinolyl, optionally substituted with hydroxy, halo, alkyl, haloalkyl, ~~cyano~~, nitro, or alkoxy; or phenyl optionally substituted with hydroxy, fluoro, chloro, bromo, alkyl, or alkoxy.

3. (Original) The compound of claim 2, wherein R<sub>4</sub> is phenyl, pyridinyl, thiazolyl, anthryl, or quinolyl, optionally substituted with hydroxy, halo, alkyl, haloalkyl, cyano, nitro, or alkoxy.

4. (Original) The compound of claim 2, wherein R<sub>2</sub> is phenyl, fluorophenyl, chlorophenyl, trifluoromethylphenyl, methoxyphenyl, chloroanthryl, or chloronitrophenyl.

5. (Original) The compound of claim 3, wherein X is NH<sub>2</sub>.

6. (Original) The compound of claim 3, wherein R<sub>1</sub> is hydrogen or heteroaryl; and R<sub>3</sub> is hydrogen or phenyl.

7. (Original) The compound of claim 3, wherein R<sub>2</sub> is phenyl, fluorophenyl, chlorophenyl, trifluoromethylphenyl, methoxyphenyl, chloroanthryl, or chloronitrophenyl.

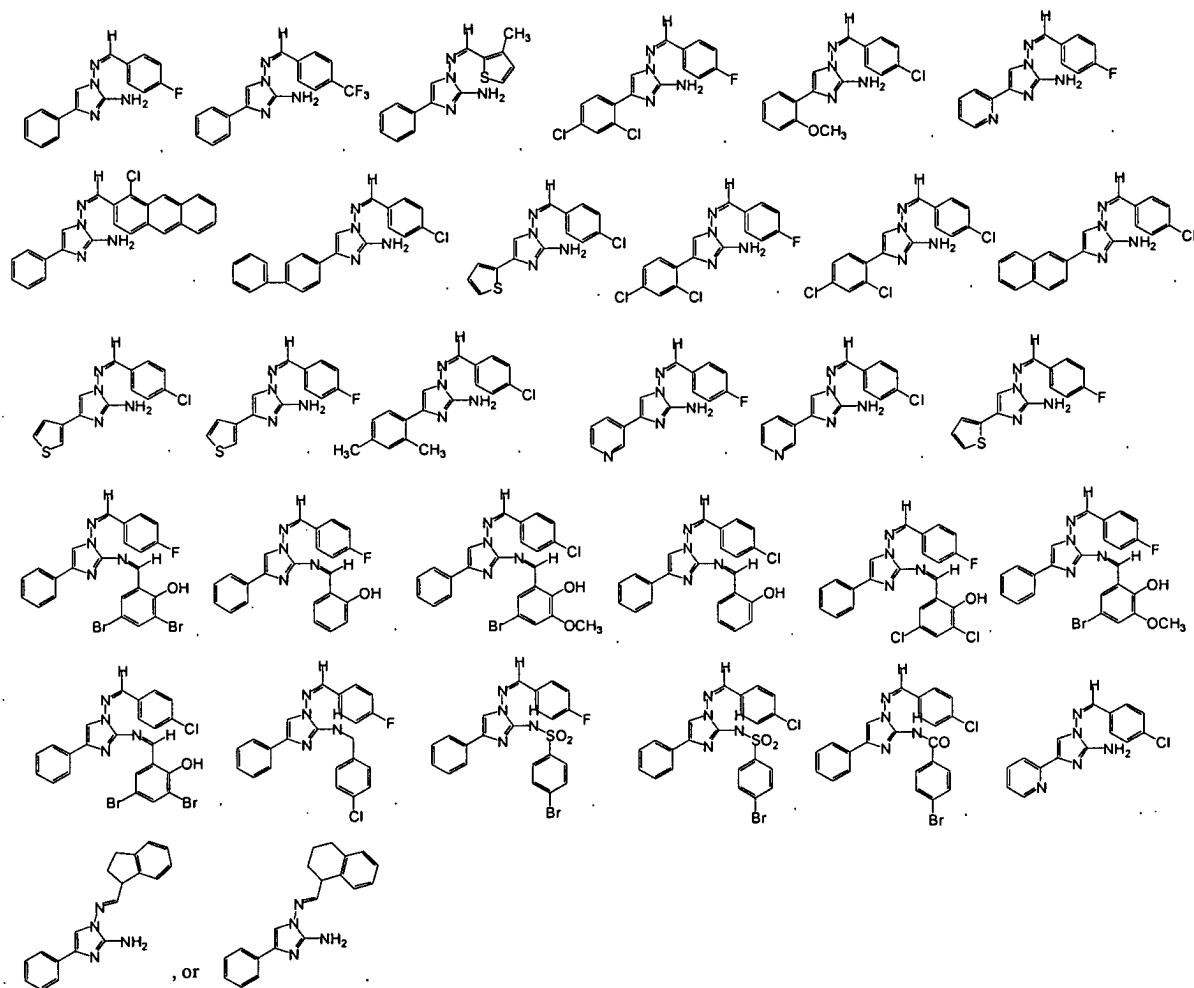
8. (Original) The compound of claim 3, wherein R<sub>4</sub> is phenyl, alkylphenyl, alkoxyphenyl, or chlorophenyl.

9. (Original) The compound of claim 8, wherein R<sub>1</sub> is hydrogen or heteroaryl; R<sub>2</sub> is phenyl, fluorophenyl, chlorophenyl, trifluoromethylphenyl, methoxyphenyl, chloroanthryl, or chloronitrophenyl; R<sub>3</sub> is hydrogen or phenyl; and X is NH<sub>2</sub>.

10. (Original) The compound of claim 1, wherein R<sub>4</sub> is phenyl, pyridinyl, thiazolyl, anthryl, or quinolyl, optionally substituted with hydroxy, halo, alkyl, haloalkyl, cyano, nitro, or alkoxy.

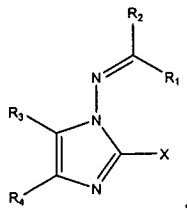
11. (Original) The compound of claim 10, wherein R<sub>4</sub> is phenyl, alkylphenyl, alkoxyphenyl, or chlorophenyl.

12. (Previously Presented) A compound having one of the following formulas:



13-31. (Canceled)

32. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of the following formula:



wherein

X is -NR<sub>a</sub>R<sub>b</sub> or -N=CR<sub>c</sub>R<sub>d</sub>, in which each of R<sub>a</sub> and R<sub>b</sub>, independently, is hydrogen, halo, alkyl, haloalkyl, arylalkyl, heteroarylalkyl, arylcarbonyl, heteroarylcarbonyl, arylaminocarbonyl, or arylsulfonyl, in which aryl or heteroaryl is optionally substituted with alkoxy, halo, nitro, cyano, or haloalkyl; and each of R<sub>c</sub> and R<sub>d</sub>, independently, is hydrogen; halo; alkyl; heteroaryl; phenyl optionally substituted with hydroxy, halo, alkyl, haloalkyl, alkoxy, or amino; phenylsulfonyl substituted with cyano, halo, oxo, or amino; phenylcarbonyl substituted with cyano, halo, oxo, or amino; naphthylsulfonyl substituted with cyano, halo, oxo, or amino; naphthylcarbonyl substituted with cyano, halo, oxo, or amino; or alkyl optionally substituted with halo, phenyl or imidazolyl, or phenyl or imidazolyl optionally substituted with alkyl, halo, or hydroxy;

R<sub>1</sub> is cycloalkyl, cycloalkenyl, aryl, heteroaryl, or heterocyclyl, optionally fused to aryl, heteroaryl, cycloalkyl, or heterocyclyl; hydrogen; halo; alkyl; haloalkyl; alkenyl; or alkynyl;

R<sub>2</sub> is hydrogen, alkyl, cycloalkyl, cycloalkenyl, phenyl, thienyl, thiazolyl, anthryl, or quinolyl, optionally substituted with hydroxy, halo, alkyl, haloalkyl, nitro, or alkoxy;

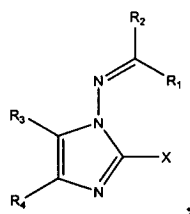
R<sub>3</sub> is hydrogen, alkyl, or phenyl optionally substituted with hydroxy, halo, alkyl, haloalkyl, cyano, nitro, or alkoxy; and

R<sub>4</sub> is diphenyl, thienyl, pyridinyl, thiazolyl, anthryl, naphthyl, or quinolyl, optionally substituted with hydroxy, halo, alkyl, haloalkyl, nitro, or alkoxy when R<sub>2</sub> is thienyl, thiazolyl, anthryl, or quinolyl, optionally substituted with hydroxy, halo, alkyl, haloalkyl, nitro, or alkoxy; is diphenyl, thienyl, pyridinyl, thiazolyl, anthryl, naphthyl, or quinolyl, optionally substituted with hydroxy, halo, alkyl, haloalkyl, cyano, nitro, or alkoxy when R<sub>2</sub> is phenyl optionally substituted with hydroxy, alkyl, haloalkyl, or alkoxy; is pyridinyl, thiazolyl, anthryl, naphthyl, or

quinolyl, optionally substituted with hydroxy, halo, alkyl, haloalkyl, nitro, or alkoxy when R<sub>2</sub> is phenyl optionally substituted with chloro, bromo, iodo, or nitro; is phenyl optionally substituted with hydroxy, halo, alkyl, haloalkyl, nitro, or alkoxy when R<sub>2</sub> is phenyl substituted with fluoro, alkyl, or haloalkyl; or is alkyl, cycloalkyl, cycloalkenyl, or heterocyclyl optionally substituted with hydroxy, halo, alkyl, cyano, nitro, haloalkyl or alkoxy when R<sub>2</sub> is hydrogen, alkyl, cycloalkyl, cycloalkenyl, thienyl, thiazolyl, anthryl, or quinolyl, optionally substituted with hydroxy, halo, alkyl, haloalkyl, or alkoxy.

33-36. (Canceled)

37. (Withdrawn) A method for treating cancer, comprising administering to a subject in need thereof an effective amount of a compound of the following formula:



wherein

X is -NR<sub>a</sub>R<sub>b</sub> or -N=CR<sub>c</sub>R<sub>d</sub>, in which each of R<sub>a</sub> and R<sub>b</sub>, independently, is hydrogen, halo, alkyl, haloalkyl, arylalkyl, heteroarylalkyl, arylcarbonyl, heteroarylcarbonyl, arylaminocarbonyl, or arylsulfonyl, in which aryl or heteroaryl is optionally substituted with alkoxy, halo, nitro, cyano, or haloalkyl; and each of R<sub>c</sub> and R<sub>d</sub>, independently, is hydrogen; halo; alkyl; heteroaryl; phenyl optionally substituted with hydroxy, halo, alkyl, haloalkyl, alkoxy, or amino; phenylsulfonyl substituted with cyano, halo, oxo, or amino; phenylcarbonyl substituted with cyano, halo, oxo, or amino; naphthylsulfonyl substituted with cyano, halo, oxo, or amino; naphthylcarbonyl substituted with cyano, halo, oxo, or amino; or alkyl optionally substituted with halo, phenyl or imidazolyl, or phenyl or imidazolyl optionally substituted with alkyl, halo, or hydroxy;

R<sub>1</sub> is cycloalkyl, cycloalkenyl, aryl, heteroaryl, or heterocyclyl, optionally fused to aryl, heteroaryl, cycloalkyl, or heterocyclyl; hydrogen; halo; alkyl; haloalkyl; alkenyl; or alkynyl;

R<sub>2</sub> is hydrogen, alkyl, cycloalkyl, cycloalkenyl, phenyl, thienyl, thiazolyl, anthryl, or quinolyl, optionally substituted with hydroxy, halo, ~~cyano~~, alkyl, haloalkyl, nitro, or alkoxy;

R<sub>3</sub> is hydrogen, alkyl, or phenyl optionally substituted with hydroxy, halo, alkyl, haloalkyl, cyano, nitro, or alkoxy; and

R<sub>4</sub> is ~~diphenyl~~, thienyl, pyridinyl, thiazolyl, anthryl, naphthyl, or quinolyl, optionally substituted with hydroxy, halo, alkyl, haloalkyl, nitro, or alkoxy when R<sub>2</sub> is thienyl, thiazolyl, anthryl, or quinolyl, optionally substituted with hydroxy, halo, alkyl, haloalkyl, ~~cyano~~, nitro, or alkoxy; is ~~diphenyl~~, ~~thienyl~~, pyridinyl, thiazolyl, anthryl, ~~naphthyl~~, or quinolyl, optionally substituted with hydroxy, halo, alkyl, haloalkyl, cyano, nitro, or alkoxy when R<sub>2</sub> is phenyl optionally substituted with hydroxy, alkyl, haloalkyl, or alkoxy; is ~~pyridinyl~~, thiazolyl, anthryl, ~~naphthyl~~, or quinolyl, optionally substituted with hydroxy, halo, alkyl, haloalkyl, nitro, or alkoxy when R<sub>2</sub> is phenyl optionally substituted with chloro, bromo, iodo, or nitro; is phenyl optionally substituted with hydroxy, halo, alkyl, haloalkyl, cyano, nitro, or alkoxy when R<sub>2</sub> is phenyl substituted with fluoro, alkyl, or haloalkyl; or is ~~alkyl~~, cycloalkyl, cycloalkenyl, or heterocyclyl optionally substituted with hydroxy, halo, alkyl, cyano, nitro, haloalkyl or alkoxy when R<sub>2</sub> is hydrogen, alkyl, cycloalkyl, cycloalkenyl, thienyl, thiazolyl, anthryl, or quinolyl, optionally substituted with hydroxy, halo, alkyl, haloalkyl, ~~cyano~~, or alkoxy.

38-41. (Canceled)